



DRACO PCB PUBLIC COMPANY LIMITED

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Attachment No. 2

Minutes of the Extraordinary Meeting of Shareholders **No. 2/2017**

The meeting was held on August 3, 2017 at 10:05 hours, at Draco PCB Public Company Limited, Meeting Room, 152 Mu5 Bangkadi Industrial Park, Tiwanon Road, Muang, Pathumthani province Thailand.

Dr. Viphandh Roengpithya was the Chairman of the meeting.

The Chairman assigned Mrs. Laksana Samranthiwawan to be the meeting moderator, she informed the meeting that there were 7 shareholders present (in person or by proxy), representing 245,434,024 shares equivalent to 99.3024 percent of the total paid-up shares, thereby constituting a quorum as required by Clause 30 of the company's Articles of Association. She then declared the meeting duly convened and proposed the meeting to consider the following matters according to the agenda.

The Directors, the management and the concern people attending the meeting were as follows:

Board of Directors: Present 3 directors

- | | |
|-----------------------------|----------------------------|
| 1. Dr. Viphandh Roengpithya | Chairman |
| 2. Dr. Adul Amatavivaddhana | Director |
| 3. Mr. Chen Jung Kun | Director/Managing Director |

The Management: Present 3 persons

- | | |
|--------------------------------|---|
| 1. Mrs. Laksana Samranthiwawan | Financial Controller |
| 2. Mr. Anuchit Pitchayathada | Plant Manager |
| 3. Mr. Chartchai Soiraya | Senior Human Resources and General Administration Manager |

Before the meeting commenced, the moderator had explained the voting procedure that

1. Vote cast of each agenda shall be done openly by voting card (distributed to shareholder or proxy when registration to the meeting)..
2. The meeting would consider each agenda according to invitation letter; the Chairman would explain all information of each agenda, question and answer then he would request for the voting. In case there were shareholders who would like to ask some questions, please identify the name and if he attended the meeting by proxy, he needed to identify the share owner's name to the meeting.
3. During the meeting, the voting card only disapprove and abstain, shall be collected by meeting staff for counting votes and using as voting evidence of each agenda. After the meeting, all shareholders had been requested to return all voting cards to the meeting staff as the voting evidence.
4. One share would be entitled to one vote. Moreover, for any shareholders who has conflict of interest for any agenda would not have the voting right on that agenda.
5. For agenda 1 and 3 the resolution of the meeting shall be supported by majority of votes of the shareholders present and voting except the agenda no. 2 which had to receive the votes not less than three-fourths of the total votes of the shareholders present and voting and there must not be shareholders, with the aggregate voting rights of 10% or more of the total number of votes of the shareholders present in the meeting, voting in objection to the agenda.

The meeting staff would deduct the disapproving and abstaining votes from the entire valid vote rights for casting vote of each agenda. The vote result of every agenda shall be informed to the Meeting after the adjournment of each agenda.

There is no any further questions, the Moderator requested to open the meeting.

AGENDA 1: To approve the minutes of Annual General Meeting of Shareholders of 2017

The Chairman reported the 2017 Annual General Meeting of Shareholders of the Company was held on April 27, 2017 and the copy of the minutes was enclosed for reference in the attachment No. 2.

During this agenda, Mr. Hangchai Akkawasakul, the shareholder had proposed the Chairman to consider the local auditor for next year auditor appointment to save the audit fee, the Chairman would bring this suggestion to the Board for further consideration.

There was no any question during this agenda, the Chairman proposed the meeting to consider and approve the annual meeting of shareholders for the year of 2017 which had correctly been recorded, a copy of which together with the notice was distributed to all shareholders. The resolution of this agenda need to be supported by majority of votes of the shareholders present and voting.

The Meeting's Resolution: After consideration, the Meeting approved the said minutes with the following voting results:

Agreed	245,434,024	votes	equal to 100 percent
Disagreed	-	votes	equal to - percent
Abstain	-	votes	equal to - percent

AGENDA 2: To consider and approve the increase of the Company's registered capital and the amendment of the Company's Memorandum of Association to be in accordance with the increase of the registered capital

The Chairman informed the meeting that the Company would increase its registered capital for another Baht 123,579,120, divided into 123,579,120 shares at the par value of Baht 1 each, from the existing registered capital of Baht 323,241,112 to be new registered capital Baht 446,820,232 divided into 446,820,232 shares at the par value of Baht 1 each. In this regard, prior to this increase of the Company's registered capital, the Company has 28,321,733 shares, at the par value of Baht 1 each, which were reserved for the conversion of convertible debentures (which were issued in accordance with the resolution of the Extraordinary General Meeting of Shareholders No. 1/2014 held on 15th July 2014). The Company's paid up capital equals to Baht 294,919,379 divided into 294,919,379 shares at the par value of Baht 1 each.

As to reflect the increase of the Company's registered capital, the amendment of the Company's Memorandum of Association is required by the Public Company Act. The Chairman proposed that the amendment to Clause 4 of the Company's Memorandum of Association shall be as follows

Clause 4. The registered capital	Baht 446,820,232	(Baht Four Hundred and Forty Six Million Eight Hundred and Twenty Thousand Two Hundred and Thirty Two)
Divided into	446,820,232 shares	(Four Hundred and Forty Six Million Eight Hundred and Twenty Thousand Two Hundred and Thirty Two shares)
At the par value of	Baht 1	(Baht One) each
Categorized into		
Ordinary shares	446,820,232 shares	(Four Hundred and Forty Six Million Eight Hundred and Twenty Thousand Two Hundred and Thirty Two shares)
Preferred shares	- None-	(-)

There was no any question during this agenda, the Chairman proposed the meeting to approve the increase of the Company's registered capital and the amendment of the Company's Memorandum of Association to be in accordance with the increase of the registered capital. This agenda would be approved by the shareholders with the votes of not less than three-fourths of the total number of votes of the shareholders present and entitled to vote. The following voting results were:

The Meeting's Resolution: After consideration, the Meeting approved the increase of the Company's registered capital and the amendment of the Company's Memorandum of Association to be in accordance with the increase of the registered capital. The following voting results were:

Agreed	245,434,724*	Votes	Equivalent to	100%
Disagreed	--	Votes	Equivalent to	-
Abstained	--	Votes	Equivalent to	-

During this agenda presentation, there was 1 additional shareholder attending in person; there were 8 shareholders present (in person or by proxy), representing 245,434,724 shares equivalent to 99.3024 percent of the total paid-up shares.

AGENDA 3: To consider and approve the allotment of issued shares

The Chairman had informed the meeting that due to the increase of the Company's registered capital approved in Agenda item no. 2 above, the Board of Directors proposed that the Meeting consider and approve the allotment of 123,579,120 new shares at the par value of Baht 1 each to existing shareholders by way of rights issue, whose names appear in the share register book on 31st July 2017 in one time or several times with subscription ratio of 2.38648228 existing shares to 1 new shares and offering price of Baht 4.86 per share. Any fraction will be disregarded. Any unsubscribed shares from the subscription by the existing shareholders (Unsubscribed Shares) will during the subscription period be re-allotted to the shareholders, who wish to subscribe such Unsubscribed Shares in excess of their entitlement, in proportion to their shareholding at the same offering price. The subscription period of new shares will be between 17th – 18th and 21st – 23rd August 2017 (totalling 5 business days). The Managing Director was authorized to, determine offering price and period, terms and details in issuing and offering the new shares as well as to re-allot the Unsubscribed Shares to the shareholders who wish to subscribe such Unsubscribed Shares in excess of their entitlement in proportion of the shareholding of each shareholder subscribing for such unsubscribed shares for such until no issued shares remaining unsubscribed. If the number of the shares under excess rights is sufficient for all shareholders subscribing for such shares,

the shares under excess rights will be allotted to each shareholder subscribing for excess right according to the number of shares specified in his/her subscription.

During this agenda, Mr. Hangchai Akkawasakul, the shareholder had asked the Chairman for the purpose of this capital increasing. Khun Laksana Samranthiwawan; Financial Controller had informed him that the purpose of this capital increasing was the new additional investment for Double-sided PTH and Multi-layer production. Furthermore, the Company would pay for our short term loan to reduce the interest burden.

Mr. Hangchai also informed the meeting that there would be many shareholders who would like to subscribe this capital increasing over their right, he requested the Chairman to inform major shareholder not to take their right to subscribe unsubscribed shares from some minority shareholders so that they could increase their share-holding proportion. Khun Laksana informed him that the Company could not dissuade the major shareholder not to take their right from unsubscribed share; it would depend on their board of directors' decision.

Mr. Hangchai also asked about the Company's dividend policy after de-listed. Khun Laksana answered him that the Company did not specify the amount of dividend payment ratio but would consider the operation performance from previous year and also the future investment plan to set up the dividend payment to all shareholders.

There was no any further question on this agenda, the Chairman proposed the meeting to approve the allotment of issued shares. The resolution of this agenda needed to be supported by majority of votes of the shareholders present and voting.

The Meeting's Resolution: After consideration, the Meeting approved the allotment of issued shares. The following voting results were:

Agreed	245,434,724	Votes	Equivalent to	100%
Disagreed	--	Votes	Equivalent to	-
Abstained	--	Votes	Equivalent to	-

AGENDA 4: Other business (if any)

There was no further business to be discussed, the Chairman then expressed his thanks to all shareholders for attending the meeting and approving the proposal submitted by the Board of Directors.

The meeting adjourned at 10.50 a.m.

-Company's Seal Affixed-

-Signature-

Dr. Viphandh Roengpithya
Chairman of the Board